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June 15, 2005

Aster Adams, Chief
Competitive Markets & Policy Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

HAND DELIVERED

Re: Docket No. 05-00066 Approval of Verizon Communications, Inc.'s
Acquisition of MCI, Inc.

Dear Aster:

In the event there is any need for the clarification of the status of the above referenced acquisition in light of Qwest's attempts to make a competitive bid for MCI, I am writing to confirm that the acquisition of MCI, Inc. ("MCI") by Verizon Communications, Inc. ("Verizon") is still moving forward in state and federal fora, and it is our intention to close the deal by the end of this year.

On May 1, 2005, MCI's board of directors unanimously determined that the merger agreement between Verizon and MCI and the transactions contemplated by the merger agreement, were in the best interests of MCI's stockholders, and more favorable to MCI's stockholders than the best and final offer from Qwest. MCI's board of directors then voted unanimously to approve the Verizon merger agreement and to recommend that MCI's stockholders approve and adopt the merger agreement. On May 2, 2005, Qwest announced that it was no longer willing to participate in the process. See <http://yahoo.reuters.com/financeQuoteCompanyNewsArticle.jhtml?duid=mtfh36071>

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Page 2 of 2

The approval of the Verizon offer and the closing of the merger requires the affirmative vote of the holders of a majority of the outstanding shares of MCI common stock. Additionally, regulatory approval is required. Verizon and MCI have furnished materials to the Antitrust Division of the U.S. Department of Justice and the Federal Trade Commission for their review and must obtain approvals from the Federal Communications Commission, various state public service or public utility commissions or similar state regulatory bodies before the merger can be completed. To date, the companies have already received regulatory approval from nine states.

In light of the above clarification, it is hoped that the TRA staff and the Directors can move forward with the processing of the notice of the MCI acquisition by Verizon. If you or the Authority require additional information, I will be pleased to provide responsive information.

Sincerely,



Marsha A. Ward
Vice-President
State Regulatory Affairs

Cc: Sherry F. Bellamy, Verizon Vice President &
Associate General Counsel State Regulatory – East
Jim Murphy